

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

ADVANCEME, INC.,

Plaintiff,

v.

AMERIMERCHANT, LLC,

Defendant.

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CAUSE NO. 6:06-CV-0082 LED

**Declaration of Joseph D. Gray in Support of AmeriMerchant, LLC's
Motion for Leave to Amend Preliminary Invalidity Contentions**

I, Joseph D. Gray, hereby declare:

1. I am over the age of 18 and capable of testifying to the facts set forth herein.
2. I am a licensed attorney in the State of Texas.
3. Vinson & Elkins L.L.P. is counsel of record for AmeriMerchant, LLC ("AmeriMerchant") in the above-styled action. I am an associate in the Austin, Texas office of Vinson & Elkins L.L.P. and serve as counsel for Defendants.
4. I aver to the matters set forth herein based upon personal knowledge and information.
5. I respectfully submit this Declaration in support of AmeriMerchant's Motion for Leave to Amend Preliminary Invalidity Contentions.
6. Attached hereto as Exhibit A is a true and correct copy of an April 26, 2006 E-Mail from David Goldin to Tim Little.

7. Attached hereto as Exhibit B is a true and correct copy of a June 19, 2006 Facsimile from Paymentech to David Goldin.
8. Attached hereto as Exhibit C is a true and correct copy of a July 14, 2006 E-Mail from David Goldin to Tim Litle.
9. Attached hereto as Exhibit D is a true and correct copy of a July 25, 2006 Facsimile from Paymentech to David Goldin.
10. Attached hereto as Exhibit E is a true and correct copy of an August 2, 2006 letter from Ronald Lemieux to Willem Schuurman.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and information.

SIGNED the 13th day of September, 2006.

/s/ Joseph Gray
Joseph D. Gray